

FORM B1 United States Bankruptcy Court Northern District of Georgia		Voluntary Petition															
Name of Debtor (if individual, enter Last, First, Middle): Dan River Inc.		Name of Joint Debtor (Spouse) (Last, First, Middle):															
All Other Names used by the Debtor in the last 6 years (include married, maiden, and trade names): Dan River; Dan River Factory Stores, Inc.; Dan River Factory Store; Dan River Factory Outlet; Bibb; Bibb Engineered Products; Dan River Engineered Products; Linens by Dan River		All Other Names used by the Joint Debtor in the last 6 years (include married, maiden, and trade names):															
Last four digits of Soc. Sec. No. / Complete EIN or other Tax I.D. No. (if more than one, state all): 58-1854637		Last four digits of Soc. Sec. No. / Complete EIN or other Tax I.D. No. (if more than one, state all):															
Street Address of Debtor (No. & Street, City, State & Zip Code): 2291 Memorial Drive Danville, VA 24541		Street Address of Joint Debtor (No. & Street, City, State & Zip Code):															
County of Residence or of the Principal Place of Business: Danville		County of Residence or of the Principal Place of Business:															
Mailing Address of Debtor (if different from street address): P.O. Box 261 Danville, VA 24543		Mailing Address of Joint Debtor (if different from street address):															
Location of Principal Assets of Business Debtor Danville, VA 24541 (if different from street address above):																	
Information Regarding the Debtor (Check the Applicable Boxes)																	
Venue (Check any applicable box) <input checked="" type="checkbox"/> Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District. <input type="checkbox"/> There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District.																	
Type of Debtor (Check all boxes that apply) <input type="checkbox"/> Individual(s) <input type="checkbox"/> Railroad <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Stockbroker <input type="checkbox"/> Partnership <input type="checkbox"/> Commodity Broker <input type="checkbox"/> Other _____ <input type="checkbox"/> Clearing Bank		Chapter or Section of Bankruptcy Code Under Which the Petition is Filed (Check one box) <input type="checkbox"/> Chapter 7 <input checked="" type="checkbox"/> Chapter 11 <input type="checkbox"/> Chapter 13 <input type="checkbox"/> Chapter 9 <input type="checkbox"/> Chapter 12 <input type="checkbox"/> Sec. 304 - Case ancillary to foreign proceeding															
Nature of Debts (Check one box) <input type="checkbox"/> Consumer/Non-Business <input checked="" type="checkbox"/> Business		Filing Fee (Check one box) <input checked="" type="checkbox"/> Full Filing Fee attached <input type="checkbox"/> Filing Fee to be paid in installments (Applicable to individuals only.) Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form No. 3.															
Chapter 11 Small Business (Check all boxes that apply) <input type="checkbox"/> Debtor is a small business as defined in 11 U.S.C. § 101 <input type="checkbox"/> Debtor is and elects to be considered a small business under 11 U.S.C. § 1121(e) (Optional)																	
Statistical/Administrative Information (Estimates only) <input checked="" type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors. <input type="checkbox"/> Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.		THIS SPACE IS FOR COURT USE ONLY															
Estimated Number of Creditors <table style="width: 100%;"><tr><td>1-15</td><td>16-49</td><td>50-99</td><td>100-199</td><td>200-999</td><td>1000-over</td></tr><tr><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input checked="" type="checkbox"/></td></tr></table>			1-15	16-49	50-99	100-199	200-999	1000-over	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>			
1-15	16-49		50-99	100-199	200-999	1000-over											
<input type="checkbox"/>	<input type="checkbox"/>		<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>											
Estimated Assets <table style="width: 100%;"><tr><td>\$0 to \$50,000</td><td>\$50,001 to \$100,000</td><td>\$100,001 to \$500,000</td><td>\$500,001 to \$1 million</td><td>\$1,000,001 to \$10 million</td><td>\$10,000,001 to \$50 million</td><td>\$50,000,001 to \$100 million</td><td>More than \$100 million</td></tr><tr><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input checked="" type="checkbox"/></td></tr></table>		\$0 to \$50,000	\$50,001 to \$100,000	\$100,001 to \$500,000	\$500,001 to \$1 million	\$1,000,001 to \$10 million	\$10,000,001 to \$50 million	\$50,000,001 to \$100 million	More than \$100 million	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
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<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>										
Estimated Debts <table style="width: 100%;"><tr><td>\$0 to \$50,000</td><td>\$50,001 to \$100,000</td><td>\$100,001 to \$500,000</td><td>\$500,001 to \$1 million</td><td>\$1,000,001 to \$10 million</td><td>\$10,000,001 to \$50 million</td><td>\$50,000,001 to \$100 million</td><td>More than \$100 million</td></tr><tr><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input checked="" type="checkbox"/></td></tr></table>		\$0 to \$50,000	\$50,001 to \$100,000	\$100,001 to \$500,000	\$500,001 to \$1 million	\$1,000,001 to \$10 million	\$10,000,001 to \$50 million	\$50,000,001 to \$100 million	More than \$100 million	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
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<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>										

Voluntary Petition

(This page must be completed and filed in every case)

Name of Debtor(s):
Dan River Inc.

FORM B1, Page 2

Prior Bankruptcy Case Filed Within Last 6 Years (If more than one, attach additional sheet)

Location

Where Filed: **- None -**

Case Number:

Date Filed:

Pending Bankruptcy Case Filed by any Spouse, Partner, or Affiliate of this Debtor (If more than one, attach additional sheet)

Name of Debtor:

- None -

Case Number:

Date Filed:

District:

Relationship:

Judge:

Signatures**Signature(s) of Debtor(s) (Individual/Joint)**

I declare under penalty of perjury that the information provided in this petition is true and correct.

[If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7] I am aware that I may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7.

I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.

X _____
Signature of DebtorX _____
Signature of Joint Debtor_____
Telephone Number (If not represented by attorney)_____
Date

Signature of Attorney

X  _____
Signature of Attorney for Debtor(s)**James A. Pardo, Jr.**

Printed Name of Attorney for Debtor(s)

King & Spalding LLP

Firm Name

**191 Peachtree Street
Atlanta, GA 30303**

Address

404-572-4600 Fax: 404-572-5149

Telephone Number

March 31, 2004

Date

Signature of Debtor (Corporation/Partnership)

I declare under penalty of perjury that the information provided in this petition is true and correct, and that I have been authorized to file this petition on behalf of the debtor.

The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

X  _____
Signature of Authorized Individual**Harry L. Goodrich**

Printed Name of Authorized Individual

Vice President, Secretary and General Counsel

Title of Authorized Individual

March 31, 2004

Date

Exhibit A

(To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11)

☒ Exhibit A is attached and made a part of this petition.**Exhibit B**

(To be completed if debtor is an individual whose debts are primarily consumer debts)

I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter.

X _____
Signature of Attorney for Debtor(s) Date**Exhibit C**

Does the debtor own or have possession of any property that poses a threat of imminent and identifiable harm to public health or safety?

☐ Yes, and Exhibit C is attached and made a part of this petition.☒ No**Signature of Non-Attorney Petition Preparer**

I certify that I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110, that I prepared this document for compensation, and that I have provided the debtor with a copy of this document.

Printed Name of Bankruptcy Petition Preparer_____
Social Security Number (Required by 11 U.S.C. § 110(c).)_____
Address

Names and Social Security numbers of all other individuals who prepared or assisted in preparing this document:

If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person.

X _____
Signature of Bankruptcy Petition Preparer_____
Date

A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both. 11 U.S.C. § 110; 18 U.S.C. § 156.

United States Bankruptcy Court
Northern District of Georgia

In re Dan River Inc.

Debtor(s)

Case No. _____

Chapter 11

Exhibit "A" to Voluntary Petition

1. If any of debtor's securities are registered under Section 12 of the Securities Exchange Act of 1934, the SEC file number is 1-13421.

2. The following financial data is the latest available information and refers to debtor's condition on 3/6/04.

a. Total assets \$ 441,800,000.00

b. Total debts (including debts listed in 2.c., below) \$ 371,800,000.00

c. Debt securities held by more than 500 holders.

Approximate
number of
holders

secured / /	unsecured /X/	subordinated / /	\$ <u>157,000,000.00</u>	<u>unknown</u>
secured / /	unsecured / /	subordinated / /	\$ <u>0.00</u>	<u>0</u>
secured / /	unsecured / /	subordinated / /	\$ <u>0.00</u>	<u>0</u>
secured / /	unsecured / /	subordinated / /	\$ <u>0.00</u>	<u>0</u>
secured / /	unsecured / /	subordinated / /	\$ <u>0.00</u>	<u>0</u>

Number of shares of preferred stock 0 0

Number of shares of common stock 22,478,701 3,275

Comments, if any:

3. Brief description of debtor's business:

Dan River Inc. is a designer, manufacturer and marketer of textile products for the home fashions, apparel fabrics and industrial markets.

4. List the name of any person who directly or indirectly owns, controls, or holds, with power to vote, 5% or more of the voting securities of debtor:

Joseph L. Lanier, Jr.
Richard L. Williams
Barry F. Shea
Mezzanine Investment Limited Partnership-BDR
Dimensional Fund Advisors, Inc.
T. Rowe Price Associates, Inc.

DAN RIVER INC.
UNANIMOUS WRITTEN CONSENT OF DIRECTORS

The undersigned, being all of the directors of Dan River Inc., a Georgia corporation (the "Corporation"), pursuant to the Corporation's bylaws and Section 14-2-821 of the Georgia Business Corporation Code, do hereby, by signing this instrument, (i) consent to taking action on the following resolutions, (ii) indicate the undersigned's vote in favor of such resolutions, and (iii) direct that this consent be filed with the minutes of the proceedings of the directors of the Corporation:

RESOLVED, that in the judgment of the Board of Directors of the Corporation, it is desirable and in the best interests of the Corporation, its creditors, stockholders, employees, and other interested parties that a petition be filed by the Corporation seeking relief under the provisions of chapter 11 of title 11, United States Code (the "Code");

RESOLVED, that Harry L. Goodrich, Vice President, Secretary and General Counsel, Joseph L. Lanier, Jr., Chairman and Chief Executive Officer, Denise Laussade, Vice President – Finance, Thomas L. Muscalino, President and Chief Operating Officer, and Barry F. Shea, Executive Vice President – Chief Financial Officer (each, an "Authorized Officer" and together, the "Authorized Officers"), are, and each of them is, hereby authorized and empowered on behalf of, and in the name of, the Corporation to execute and verify or certify a petition under chapter 11 of the Code and to cause the same to be filed in the United States Bankruptcy Court for the Northern District of Georgia, at such time as said officer executing the same shall determine and in such form and forms as such Authorized Officer may approve;

RESOLVED, that the firm of King & Spalding LLP, with an office currently located at 191 Peachtree Street, Atlanta, Georgia 30303, be, and it hereby is, employed as attorneys for the Corporation under a general retainer in connection with the prosecution of the Corporation's case under chapter 11 of the Code;

RESOLVED, that each of the Authorized Officers, or their designate, be, and each of them hereby is, authorized to execute and file any and all petitions, schedules, motions, lists, applications, pleadings, and other papers, to take any and all such other and further actions which the Authorized Officers or the Corporation's legal counsel may deem necessary or appropriate to file the voluntary petition for relief under chapter 11 of the Code, including, but not limited to motions to obtain the use of cash collateral and to incur debtor in possession financing, and to take and perform any and all further acts and deeds which they deem necessary, proper and desirable in connection with the chapter 11 case, with a view to the successful prosecution of such case;

RESOLVED, that each of the Authorized Officers, or their designate, be, and each of them hereby is, authorized to cause the Corporation, and the Corporation is hereby authorized, to incur post-petition secured and super-priority indebtedness in an amount determined to be necessary or advisable by any such Authorized Officer or

designate, and each such Authorized Officer or designate is hereby authorized to execute and deliver that certain Post-Petition Credit Agreement, substantially in the form provided to the directors on the date hereof (the "Post-Petition Credit Agreement"), and to perform all of the obligations and agreements of the Borrower thereunder (including the repayment of any amount owing thereunder) and to consummate the transactions contemplated thereby and each such Authorized Officer or designate is hereby authorized to negotiate, make, sign, execute, acknowledge, deliver and perform any and all such other instruments and agreements which they deem necessary, proper and desirable in connection therewith, including without limitation a guarantee and security agreement and pledge agreement, pursuant to which all of the assets of the Corporation will be pledged to the lenders as collateral under the Post-Petition Credit Agreement, in each case, with such changes, modifications or additions thereto as the executing Authorized Officer or designate shall deem necessary, advisable or appropriate;

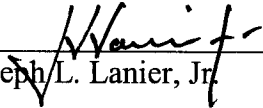
RESOLVED, that each of the Authorized Officers be, and each of them hereby is, authorized to employ and retain financial advisors, accountants, public relations advisors and other professionals, to advise the Corporation in connection with its case under chapter 11 of the Code;

RESOLVED, that the Authorized Officers of the Corporation be, and each of them hereby is, authorized and directed on behalf of the Corporation to take such actions and to make, sign, execute, acknowledge, deliver and perform (and record in a relevant office of the county clerk, if necessary) any and all such agreements listed above (including exhibits thereto), including any and all affidavits, orders, directions, certificates, requests, receipts, financing statements or other instruments as may reasonably be required to give effect to the foregoing Resolutions, and to execute and deliver such agreements (including exhibits thereto) and related documents, and to perform fully the terms and provisions thereof;

RESOLVED, that the Corporation be, and hereby is, authorized to pay all fees and expenses incurred by it or for its account in connection with the transactions approved in any or all of the foregoing Resolutions, and all transactions related thereto, and each Authorized Officer, or their designate, be, and each of them hereby is, authorized, empowered and directed to make said payments as such Authorized Officer or designate may deem necessary, appropriate, advisable or desirable, such payment by any such officer to constitute conclusive evidence of such officer's determination and approval of the necessity, appropriateness, advisability or desirability thereof; and

RESOLVED, that to the extent that any of the actions authorized by any of the foregoing Resolutions have been taken by the Authorized Officers of the Corporation on its behalf, such actions are hereby ratified and confirmed in their entirety.

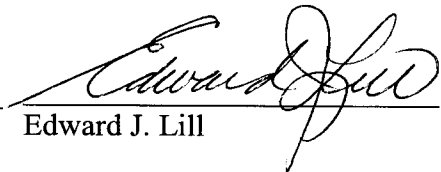
IN WITNESS WHEREOF, the directors have executed this consent as of
March 30, 2004.



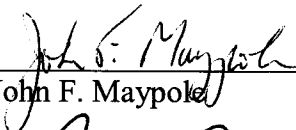
Joseph L. Lanier, Jr.



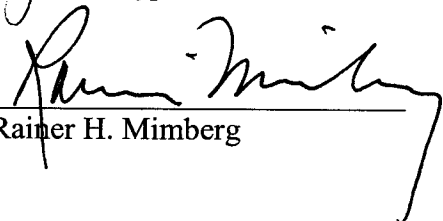
Donald J. Keller



Edward J. Lill



John F. Maypole



Rainer H. Mimberg